

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of New York
(State)

Case number (if known): Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

06/22

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Mercon B.V.

2. All other names debtor used in the last 8 years Mercon BV
Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

4. Debtor's address Principal place of business Mailing address, if different from principal place of business
De Ruijterkade 142, 1011 AC
Number Street
P.O. Box

Amsterdam, the Netherlands
City State ZIP Code
City State ZIP Code

Location of principal assets, if different from principal place of business
County
Number Street
City State ZIP Code

5. Debtor's website (URL) www.merconcoffeegroup.com

Debtor Mercon B.V. Case number (if known) _____
Name

6. Type of debtor

- ☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
☐ Railroad (as defined in 11 U.S.C. § 101(44))
☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 2 4 5

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- ☐ Chapter 7
☐ Chapter 9
☒ Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$3,024,725. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

☐ Chapter 12

Debtor Mercon B.V. Case number (if known) _____
Name

9. **Were prior bankruptcy cases filed by or against the debtor within the last 8 years?** ☒ No
☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY
If more than 2 cases, attach a separate list. District _____ When _____ Case number _____
MM / DD / YYYY

10. **Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?** ☐ No
☒ Yes. Debtor See attached Relationship _____
District _____ When _____
MM / DD / YYYY
List all cases. If more than 1, attach a separate list. Case number, if known _____

11. **Why is the case filed in this district?** *Check all that apply:*
☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. **Does the debtor own or have possession of any real property or personal property that needs immediate attention?** ☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.
Why does the property need immediate attention? *(Check all that apply.)*
☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
☐ It needs to be physically secured or protected from the weather.
☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
☐ Other _____

Where is the property? _____
Number Street

City State ZIP Code

Is the property insured?
☐ No
☐ Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

Debtor Mercon B.V.
Name

Case number (if known) _____

13. Debtor's estimation of available funds

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors
(on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input checked="" type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated assets
(on a consolidated basis)

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
(on a consolidated basis)

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

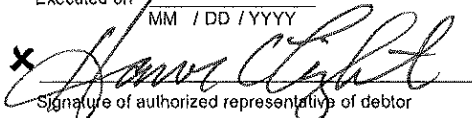
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/06/2023
MM / DD / YYYY


Signature of authorized representative of debtor

Harve Light
Printed name

Title Chief Restructuring Officer

Debtor Mercon B.V. Case number (if known) _____
Name

18. Signature of attorney

X /s/ Blaire Cahn

Date 12/06/2023

Signature of attorney for debtor

MM / DD / YYYY

Blaire Cahn

Printed name

Baker & McKenzie LLP

Firm name

452 Fifth Avenue

Number Street

New York

City

NY 10012

State ZIP Code

212-626-4695

Contact phone

blaire.cahn@bakermckenzie.com

Email address

4737276

Bar number

NY

State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtors in this Court

On the date hereof, each of the affiliated entities listed below (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the Southern District of New York. Contemporaneously herewith, the Company is filing a motion requesting the joint administration of these chapter 11 cases for procedural purposes only under the case number assigned to Mercon Coffee Corporation.

1. Agro International Holding B.V.
2. Cisa Export S.A.
3. Comercial Internacional de Granos de Honduras, S.A. de C.V.
4. Comercial Internacional Exportadora Sociedad Anónima or
Comercial Internacional Exportadora, S.A.
5. Distribuidora de Granos de Nicaragua, Sociedad Anónima
6. Mercafe Vietnam LTD.
7. Mercapital de Nicaragua, Sociedad Anónima or Mercapital de Nicaragua, S.A.
8. Mercon B.V.
9. Mercon Brasil Comércio de Café Ltda.
10. Mercon Coffee Corporation
11. Mercon Guatemala, S.A.

Paul J. Keenan Jr. (*pro hac vice* pending)
John R. Dodd (*pro hac vice* pending)
Reginald Sainvil (*pro hac vice* pending)
Baker & McKenzie LLP
1111 Brickell Avenue, 10th Floor
Miami, FL 33130
Telephone: 305-789-8900
Facsimile: 305-789-8953
Email: paul.keenan@bakermckenzie.com
john.dodd@bakermckenzie.com
reginald.sainvil@bakermckenzie.com

Blaire Cahn
Baker & McKenzie LLP
452 Fifth Avenue
New York, NY 10018
Telephone: 212-626-4695
Facsimile: 212-310-1695
Email: blaire.cahn@bakermckenzie.com

*Proposed Counsel for the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: Chapter 11

MERCON B.V., CASE NO.

Debtor.

_____ /

LIST OF EQUITY SECURITY HOLDERS

Name and Address	% Equity Interest
Mercon Cöoperatief U.A. De Ruijterkade 142, 1011 AC Amsterdam, the Netherlands	100%

Paul J. Keenan Jr. (*pro hac vice* pending)
John R. Dodd (*pro hac vice* pending)
Reginald Sainvil (*pro hac vice* pending)
Baker & McKenzie LLP
1111 Brickell Avenue, 10th Floor
Miami, FL 33130
Telephone: 305-789-8900
Facsimile: 305-789-8953
Email: paul.keenan@bakermckenzie.com
john.dodd@bakermckenzie.com
reginald.sainvil@bakermckenzie.com

Blaire Cahn
Baker & McKenzie LLP
452 Fifth Avenue
New York, NY 10018
Telephone: 212-626-4695
Facsimile: 212-310-1695
Email: blaire.cahn@bakermckenzie.com

*Proposed Counsel for the Debtors
and Debtors-in-Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re: Chapter 11

MERCON B.V., Case No.

Debtor.

_____ /

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are the corporations, other than a governmental unit, that directly own 10% or more of any class of the above-captioned debtor's equity interest:

Mercon Cöoperatief U.A.

100% Owner

<p>Fill in this information to identify the case</p> <p>Debtor name <u>Mercon Coffee Corporation</u></p> <p>United States Bankruptcy Court for the: <u>Southern</u> District of <u>New York</u></p> <p>Case number (If known): _____</p>
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g Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1. Stichting andgreen.fund (&Green) Basisweg 10, 1043AP, Amsterdam, The Netherlands	Johnny Brom +31 (0)70 744 8884 brom@sailventures.com	Subordinated Loan				\$20,000,000
2. Crowdout Capital LLC 812 San Antonio St Suite 105 Austin, TX 78701	Adam R. Weber 512.538.1883 aweber@crowdoutcapital.com	Subordinated Loan				\$20,000,000
3. LaFise Nicaragua Centro Financiero LAFISE, Km. 5 1/2 Carretera Masaya Codigo Postal 14187 Managua, Nicaragua	Manuel Jerez (505) 2255-8888 Ext. 4244. mjerez@lafise.com	Bank Loan				\$19,490,776
4. London Forfaiting 15 Austin Friars London, EC2N 2HE United Kingdom	Carlos Lunardini (+1) 212 377-2016 Carlos.Lunardini@forfaiting.com	Bank Loan				\$13,000,000
5. Banco Agromercantil 7a. Avenida 7-30 Zona 9 Codigo Postal 01009 Ciudad de Guatemala Guatemala	Felipe Alfonso Galvez Berganza +502 2338- 6565 Ext.: 97691 felipe.galvez@bam.com.gt	Bank Loan				\$9,000,000
6. Nederlandse Financierings- Maatschappij voor Ontwikkelingslanden N.V. (FMO) Anna van Saksenlaan 71 I.P.O. Box 93060 2509 AB The Hague The Netherlands	Anton Timpers +31 (0)70 314 9778 a.timpers@fmo.nl	Subordinated Loan				\$5,000,000

Debtor Mercon Coffee Corporation
Name

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7. Common Fund For Commodities Rietlandpark 301 1019 DW Amsterdam Netherlands	Ms. Tia Sudjarwo 0031 20 5754967 tia.sudjarwo@common-fund.org	Bank Loan				\$4,000,000
8. Banco Internacional de Costa Rica Avenida Balboa y Calle Aquilino De La Guardia Código Postal: 081607810 Ciudad de Panamá Panamá	Karla Castillo - Ejecutivo Corporativo +505 8884-2096 kcastillo@bicsa.com	Bank Loan				\$3,500,000
9. Banco Safra S.A. Av. Paulista 2100 6 Andar Sao Paulo Zip Code 01310-930	Thiago de Castro Santos 55 11 2472-4133 castro.thiago@safra.com.br	Bank Loan				\$3,246,500
10. BAC Panama Calle Aquilino De La Guardia Edificio BAC Credomatic Código Postal: 081906536 Ciudad de Panamá Panamá.	Ramiro Jesus Aguilar Ochoa (507) 6151-8196, (507) 6439-5496 RamiroAguilarO@pa.bac.net	Bank Loan				\$3,000,000
11. BAC Nicaragua Centro Financiero BAC Km 4 1/2 Carretera a Masaya Código Postal 14125 Managua, Nicaragua	Myriam Caldera Gurdian (505) 2274-4444. (505) 8871 1314 mcaldera@baccredomatic.ni	Bank Loan				\$2,000,000
12. Banco de Finanzas S.A. Centro Corporativo BDF Del Club Terraza 440m. al este Código Postal 14114 Managua, Nicaragua	Maria Felicia Otero Castilblanco +(505) 2276-8600 Ext 2075 +(505) 8720-1129 maria.otero@bdfnet.com	Bank Loan				\$2,000,000
13. Zenith Group Advisors 445 Park Avenue 9th Floor New York, NY 10022	Cole Reifler - 310 382 0211 creifler@zenithgroupadvisors.com	Trade				\$1,800,000
14. Banco ABC Brasil S.A. AV. Cidade Jardim 803 20 Andar Sao Paulo/SP Zip Code 01453-000	Michelle Amorim de Araujo Cunha 55 (31) 99885-9464 michelle.cunha@abcbrasil.com.br	Bank Loan				\$1,227,524
15. Banco Santander (Brasil) S.A. Av. Pres. Juscelino Kubitschek 2041 - CJ 281, Bloco A, Cond. Wtorre JK - Vila Nova Conceição São Paulo-Sp Zip Code: 04543-011	Rafael Carvalho de Souza 55 (35) 999507388 rafael.carvalho.de.souza@santander.com.br	Bank Loan				\$807,556

Debtor Mercon Coffee Corporation
Name

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
16. Blendcoffee Comercio Exportacao E I Avenida Cerejeiras, 395 - Bairro Movelar. Linhares/ES	Julio Cesar Galon Moro (27) 99984-1250 Diretor@blendcoffee.ind.br	Trade				\$589,804
17. Expocaccer – Matriz Av Faria Pereira. Patrocinio Minas Gerais 38740-514, Brasil	Rubstein 55 34 3839-9300 rubstein@expocaccer.com.br	Trade				585,283
18. Aklilu Kassa Chirissa (Nardos Coffee Export) Akaky Kality Subcity, Woreda 05, House No. 9999, Addis Ababa, Ethiopia	Dessalegn Jena +251114667545/0298 dessalegnjena@gmail.com; info@nardoscoffee.com	Trade				350,266
19. Banapiña de Nicaragua, S.A. Oficina Asesores Legales Consortium, De donde fue el Hospital Militar, 1C. Al lago, 10 varas abajo, Managua, Nicaragua.	Carlos Taboada +505 2254-5454 ctaboada@consortiumlegal.com	Trade				\$179,124
20. Nova Safra Transportes Ltda Av. Otto Salgado, 700 Distrito Industrial Claudio Galvão De Nogueira, Varginha - MG 37026-690	Viviane Maselli Spínola 55 (35) 3222-7676 (35) 99229-3913 comercial@novasafra.com.br	Trade				\$169,570
21. Commodity Supplies AG 7975 NW 154th St Suite 200. Miami Lakes, FL 33016 United States	Kornelia Tiede +1 305-207-2954 kornelia.tiede@commodity.ch	Trade				\$146,322
22. Kerchanshe Trading plc 6th Floor, Africa Insurance Building, South African Street P.O. Box 19891 Addis Ababa, Ethiopia	Yigezu Legesse +251-11-3716370/+251-96-2414141 info@kerchanshe.com	Trade				143,519
23. Revolucao Transportes Ltda F Alameda Do Cafe, 195 - Jardim Andere - Varginha/ MG - Zip Code: 37026-400	Lincoln Moreira Gabriel 55 (35) 3015-2706 (33) 99921-9561 lincoln.gabriel@revolucaotransportes.com.br	Trade				\$134,080
24. Jorge Luiz Maiolini Faz Cruz De Moisés, S/N, Zona Rural, Eloi Mendes - Mg. Zip Code: 31110-000	Jorge Luiz Maiolini (35) 99988-2522	Trade				\$129,326

Debtor Mercon Coffee Corporation
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25.	Detech Coffee To dan pho Thap, Phuong Di Su, Thi xa My Hao, Tinh Hung Yen, Vietnam	Mr. Sinh - To dan pho Thap, Phuong Di Su, Thi xa My Hao, Tinh Hung Yen, Vietnam Mr Sinh - 0221 730 6688 sinh@detechcoffee.com	Trade				\$111,386
26.	M&M Cafe Ltda Avenida Melo Viana, 604. Manhuaçu, Minas Gerais 36902-290	M&M Cafe Ltda 55 33 3331-1879 escritaservicoscontabeis@gmail.com; mbr.voucher@merconcorp.com	Trade				\$106,603
27.	Agroindustrias Unidas de México S.A. de C.V. (AMSA) Bosques de Alisos No 45-A 2do piso, Bosques las Lomas, Ciudad de México, DF, México.	Alfredo Bojalil +52 55 52576500 alfredo.bojalil@ecomtrading.com	Trade				\$86,321
28.	Revolucao Transportes Ltda BA Rua Maximo Matos, 6 SL1. Encruzilhada, Bahia 45150-000	Lucas Moreira 55 3333316736 lucas.gabriel@revolucaotransportes.com.br	Trade				\$83,010
29.	Federacion Nacional de Cafeteros de Colombia Calle 73 Numero 8- 13, Bogotá, Colombia	Germán Bahamón 31367003136600/3137317 german.bahamon@cafedecolombia.com	Trade				\$81,991
30.	Finca Churupampa Perú S.A.C. Cal Chinchipe SN Centro Chirinos. San Ignacio, Perú	Finca Churupampa Perú S.A.C. +51 949 605 978 contacto@fincachurupampa.com	Trade				\$75,905

Fill in this information to identify the case and this filing:

Debtor Name Mercon B.V.
United States Bankruptcy Court for the: Southern District of New York
(State)
Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

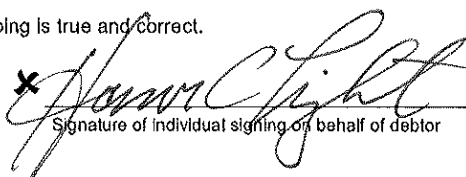
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets--Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement and List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/06/2023
MM / DD / YYYY



Signature of individual signing on behalf of debtor

Harve Light
Printed name

Chief Restructuring Officer
Position or relationship to debtor

WRITTEN RESOLUTIONS OF THE SHAREHOLDER OF MERCON B.V.
Dated December 5, 2023

The undersigned:

Mercon Coöperatief U.A., a cooperative with excluded liability (*coöperatie met uitgesloten aansprakelijkheid*), organised under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands and its registered address at De Ruijterkade 142, 1011 AC Amsterdam, the Netherlands, registered with the commercial register under number 61740179 acting in the capacity as sole shareholder of **Mercon B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), organised under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, and its registered address at De Ruijterkade 142, 1011 AC Amsterdam, the Netherlands, registered with the commercial register under number 61741140 (the "**Company**"),

WHEREAS

- A. The undersigned is the sole shareholder of all issued and outstanding shares of the Company.
- B. Other than the undersigned, there are no parties having the right to attend and address the general meeting and/or to exercise the voting rights attaching to one or more shares in the capital of the Company (on the basis of the issuance of depositary receipts for shares (*certificering van aandelen*), the issuance of shares without voting rights (*uitgifte van stemrechtloze aandelen*), a right of usufruct on shares (*vruchtgebruik*), a right of pledge on shares (*pandrecht*) or otherwise).
- C. The undersigned agrees that this resolution may be passed without holding a general meeting of shareholders.
- D. The sole member of the Board (as defined below) has been granted the opportunity to advise in respect of the resolutions contained herein.
- E. The undersigned has reviewed and noted the content of the proposed language of the resolution of the Company's managing board (the "**Board**"), a draft of which is attached hereto as Annex A (the "**Draft Board Resolution**") and the intention of the Company to effectuate the Chapter 11 Filing, commence the Chapter 11 Case, and evaluate the Potential Transactions, engage outside consultants and to enter into the Documents (all as defined in the Draft Board Resolution).
- F. The entry by the Company into the Documents (i) is permitted by the objects clause in the Company's articles of association, (ii) is conducive to the realisation of the Company's corporate objects, as the Company will, directly or indirectly, derive benefits from entering into the Documents, and (iii) to the best knowledge of the shareholders, is not prejudicial to the interests of the Company's creditors.

- G. The Company's articles of association do not preclude the shareholder from passing resolutions without holding a meeting.

RESOLUTIONS

1. The Board may proceed with executing the Draft Board Resolution pursuant to which the Company may proceed to (i) enter into the Documents and (ii) perform all acts and things as the Board deems necessary or conducive with respect to the Chapter 11 Filing, the Chapter 11 Case, the Potential Transactions and entering into the Documents.
2. The Company may ratify and confirm any agreement, deed or document already executed in relation to the entering into the Documents prior to the date of this resolution.

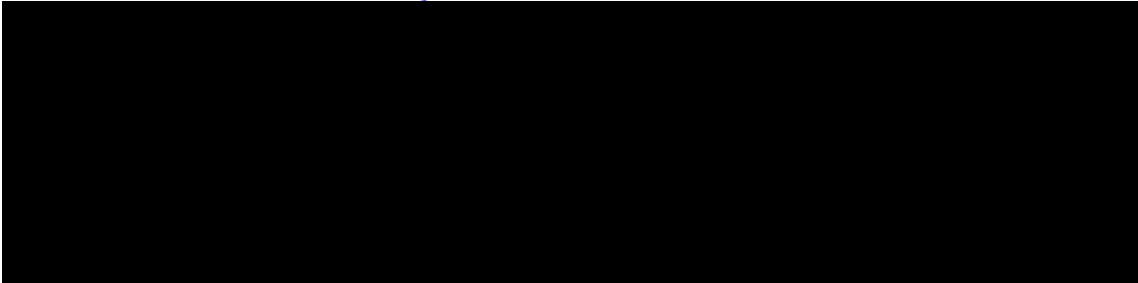
CONFIRMATIONS

The undersigned confirms the statements made above under A through G.

IN WITNESS WHEREOF, the undersigned has signed this document on the date first
above written.

Name of shareholder: **Mercon Coöperatief U.A.**

Title: shareholder



ANNEX A
DRAFT BOARD RESOLUTION

WRITTEN RESOLUTIONS OF THE MANAGING BOARD OF MERCON B.V.
dated December [], 2023

The undersigned:

1. 

acting in her capacity as the sole managing director of **Mercon B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), organised under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, and its registered address at De Ruijterkade 142, 1011 AC Amsterdam, the Netherlands, registered with the commercial register under number 61741140 (the "**Company**"),

WHEREAS

- A. The Company's Managing Board (the "**Board**") wishes to resolve upon the approval of a proposal whereby the Company would (A) file a voluntary petition in the United States Bankruptcy Court for the Southern District of New York (the "**Court**") pursuant to Chapter 11 of the United States Bankruptcy Code (the "**Chapter 11 Filing**," and such case, the "**Chapter 11 Case**"), (B) in connection therewith, have the power and authority to effectuate any post-petition financing transactions that may arise during the Chapter 11 Case, such as the incurrence of secured or unsecured debt or equity financing or the consensual or nonconsensual use of cash collateral (each, a "**Financing Transaction**"), and (C) evaluate other potential strategic transactions that may arise within or related to the Chapter 11 Case (the "**Potential Transactions**"); and
- B. In further connection therewith (i), the Company has retained, and seeks to continue retaining, certain outside advisors, including Riveron Management Services, LLC (as financial advisor), and Baker McKenzie LLP (as counsel), and (ii) as part of the continued retention of Riveron Management Services, LLC, the Company hereby wishes to expand, as further set forth in the engagement letter with Riveron Management Services, LLC entered into contemporaneously hereto, the scope of the power of attorney previously granted to Mr. Harve Light upon his appointment as Chief Transformation Officer of the Company on the 31st of October 2023, and, in connection with such expansion of authority, the Company shall hereby change Mr. Light's title to, and appoint him as, Chief Restructuring Officer of the Company (such title, the "**CRO**", and refereincing such appointment and expansion generally, the "**CRO Appointment**"); and
- C. The Board has reviewed and considered the circumstances of the Company, including its current and future liabilities and strategic alternatives, and has determined that a Chapter 11 Filing is in the Company's best interests; and
- D. The Board wishes to provide the Company with authority to commence a Chapter 11 Case, effectuate any Financing Transaction, and evaluate any other Potential Transactions.

CONFIRMATIONS BY THE BOARD AS A WHOLE

The managing board of the Company as a whole confirms that:

- a. the undersigned constitutes the entire managing board of the Company (the "**Board**");
- b. the general meeting of the Company (the "**General Meeting**") has granted their approval in connection with any of the resolutions of the Board as contemplated herein, as is evidenced by a copy of the resolution of the General Meeting attached hereto as Annex A (the "**Shareholder's Resolution**");
- c. no regulations and/or other rules (*reglementen en/of andere regels*) have been adopted by any of the Company's corporate bodies that would preclude the Board from validly passing this resolution in the present form and manner;
- d. it deems commencing a Chapter 11 Case, effectuating any Financing Transaction, evaluating any other Potential Transactions, engaging Riveron Management Services, LLC (as financial advisor) and Baker McKenzie LLP (as counsel) and expanding the scope of the power of attorney granted to the CRO to be (i) in the best corporate interest (*vennootschappelijk belang*) of the Company as the Company will, directly or indirectly, derive benefits from commencing a Chapter 11 Case, effectuating any Financing Transaction, and evaluating any other Potential Transactions, (ii) conducive to the realisation and useful in connection with the Company's corporate objects and (iii) not prejudicial to the interests of the Company's creditors;

CONFIRMATIONS BY SOLE MEMBER OF THE BOARD

The sole member of the Board confirms that:

- a. she does not have a direct or indirect interest that conflicts with the interest of the Company and the business connected with it with respect to the entering into the Documents by the Company;
- b. she is not subject to a civil law director disqualification (*civielrechtelijk bestuursverbod*) imposed by a court under articles 106a to 106e of the Dutch Insolvency Act (as amended by the Directors disqualification act (*Wet civielrechtelijk bestuursverbod*));
- c. she is not subject to any provisional measure imposed by the Enterprise Chamber (*Ondernemingskamer*) pursuant to article 2:349a or article 2:355 of the Dutch Civil Code nor has the Enterprise Chamber appointed any other person to act as temporary member of the Board, and it is not aware of any of the foregoing being initiated; and
- d. she has been granted the opportunity to render advice (*advies uitbrengen*) referred to in paragraph 2 of article 2:238 of the Dutch Civil Code in respect of the resolutions passed in the Shareholder's Resolution.

RESOLUTIONS

The Board hereby resolves that the Company:

- 1. shall (i) effectuate the Chapter 11 Filing, commence the Chapter 11 Case, and evaluate the Potential Transactions and (ii) perform all acts and things as any of the Attorneys named herein deems necessary or conducive with respect to the Chapter 11 Filing, the

Chapter 11 Case, and the Potential Transactions, including but not limited to the execution and, where applicable, delivery, of any agreement deed and document that may be necessary or conducive in connection therewith (the "**Documents**");

2. shall employ and retain Riveron Management Services, LLC as financial advisor for the Chapter 11 Case, pursuant to the terms of its engagement letter and subject to Court approval;
3. shall employ and retain Baker McKenzie LLP as counsel (for purposes of section 327(a) of the Bankruptcy Code) for the Chapter 11 Case, pursuant to the terms of its engagement letter and subject to Court approval;
4. shall approve the CRO Appointment, and, in connection therewith, hereby further authorizes and empowers the CRO to act on behalf of the Company in any judicial or other proceedings in any foreign country and to act in any way permitted by applicable foreign law, including, but not limited to (a) commencing *Wet Homologatie Onderhands Akkoord* proceedings in the Netherlands, (b) seeking recognition of the chapter 11 case of the Company in Brazil, and (c) commencing a plenary insolvency proceeding or seeking recognition in an ancillary insolvency proceeding in any foreign country in any way permitted by applicable foreign law;
5. ratifies and confirms any agreement, deed or document already executed in relation to the above resolutions prior to the date of this resolution.

POWER OF ATTORNEY

1. The Company grants an irrevocable power of attorney to each of [REDACTED] and **Harve Light**, acting severally, (each an "**Attorney**"), with the right of substitution (whereby "Attorney" includes any person so substituted) to:
 - individually, or together with one or more Attorneys, sign, execute and, where applicable, deliver any documents or instruments related to and the Documents on behalf of the Company;
 - to negotiate, amend or adapt the Documents as the Attorney deems necessary or conducive in relation to the transactions contemplated by the Documents; and
 - to perform all acts and things and, generally, represent the Company as the Attorney, acting in its sole discretion, deems necessary or conducive with respect to entering into the Documents.
2. Section 3:68 Dutch Civil Code (*Selbsteintritt*) is excluded and an Attorney may also act as attorney of one or more counterparties of the Company.
3. The Company agrees to indemnify each Attorney against any liability which that Attorney may incur for any action or omission in connection with this power of attorney, gross negligence (*grove schuld*) and wilful misconduct (*opzet*) excepted.

4. The relationship between the Company and an Attorney in respect of this power of attorney will be governed by the laws of the Netherlands.

IN WITNESS WHEREOF, the undersigned has signed this document on the date first above written.

This document may be signed in counterparts.



WRITTEN RESOLUTIONS OF THE MANAGING BOARD OF MERCON B.V.
dated December 5, 2023

The undersigned:

1. [REDACTED]

acting in [REDACTED] capacity as the sole managing director of **Mercon B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), organised under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, and its registered address at De Ruijterkade 142, 1011 AC Amsterdam, the Netherlands, registered with the commercial register under number 61741140 (the "**Company**"),

WHEREAS

- A. The Company's Managing Board (the "**Board**") wishes to resolve upon the approval of a proposal whereby the Company would (A) file a voluntary petition in the United States Bankruptcy Court for the Southern District of New York (the "**Court**") pursuant to Chapter 11 of the United States Bankruptcy Code (the "**Chapter 11 Filing**," and such case, the "**Chapter 11 Case**"), (B) in connection therewith, have the power and authority to effectuate any post-petition financing transactions that may arise during the Chapter 11 Case, such as the incurrence of secured or unsecured debt or equity financing or the consensual or nonconsensual use of cash collateral (each, a "**Financing Transaction**"), and (C) evaluate other potential strategic transactions that may arise within or related to the Chapter 11 Case (the "**Potential Transactions**"); and
- B. In further connection therewith (i), the Company has retained, and seeks to continue retaining, certain outside advisors, including Riveron Management Services, LLC (as financial advisor), and Baker McKenzie LLP (as counsel), and (ii) as part of the continued retention of Riveron Management Services, LLC, the Company hereby wishes to expand, as further set forth in the engagement letter with Riveron Management Services, LLC entered into contemporaneously hereto, the scope of the power of attorney previously granted to Mr. Harve Light upon his appointment as Chief Transformation Officer of the Company on the 31st of October 2023, and, in connection with such expansion of authority, the Company shall hereby change Mr. Light's title to, and appoint him as, Chief Restructuring Officer of the Company (such title, the "**CRO**", and refereincing such appointment and expansion generally, the "**CRO Appointment**"); and
- C. The Board has reviewed and considered the circumstances of the Company, including its current and future liabilities and strategic alternatives, and has determined that a Chapter 11 Filing is in the Company's best interests; and
- D. The Board wishes to provide the Company with authority to commence a Chapter 11 Case, effectuate any Financing Transaction, and evaluate any other Potential Transactions.

CONFIRMATIONS BY THE BOARD AS A WHOLE

The managing board of the Company as a whole confirms that:

- a. the undersigned constitutes the entire managing board of the Company (the "**Board**");
- b. the general meeting of the Company (the "**General Meeting**") has granted their approval in connection with any of the resolutions of the Board as contemplated herein, as is evidenced by a copy of the resolution of the General Meeting attached hereto as Annex A (the "**Shareholder's Resolution**");
- c. no regulations and/or other rules (*reglementen en/of andere regels*) have been adopted by any of the Company's corporate bodies that would preclude the Board from validly passing this resolution in the present form and manner;
- d. it deems commencing a Chapter 11 Case, effectuating any Financing Transaction, evaluating any other Potential Transactions, engaging Riveron Management Services, LLC (as financial advisor) and Baker McKenzie LLP (as counsel) and expanding the scope of the power of attorney granted to the CRO to be (i) in the best corporate interest (*vennootschappelijk belang*) of the Company as the Company will, directly or indirectly, derive benefits from commencing a Chapter 11 Case, effectuating any Financing Transaction, and evaluating any other Potential Transactions, (ii) conducive to the realisation and useful in connection with the Company's corporate objects and (iii) not prejudicial to the interests of the Company's creditors;

CONFIRMATIONS BY SOLE MEMBER OF THE BOARD

The sole member of the Board confirms that:

- a. she does not have a direct or indirect interest that conflicts with the interest of the Company and the business connected with it with respect to the entering into the Documents by the Company;
- b. she is not subject to a civil law director disqualification (*civielrechtelijk bestuursverbod*) imposed by a court under articles 106a to 106e of the Dutch Insolvency Act (as amended by the Directors disqualification act (*Wet civielrechtelijk bestuursverbod*));
- c. she is not subject to any provisional measure imposed by the Enterprise Chamber (*Ondernemingskamer*) pursuant to article 2:349a or article 2:355 of the Dutch Civil Code nor has the Enterprise Chamber appointed any other person to act as temporary member of the Board, and it is not aware of any of the foregoing being initiated; and
- d. she has been granted the opportunity to render advice (*advies uitbrengen*) referred to in paragraph 2 of article 2:238 of the Dutch Civil Code in respect of the resolutions passed in the Shareholder's Resolution.

RESOLUTIONS

The Board hereby resolves that the Company:

- 1. shall (i) effectuate the Chapter 11 Filing, commence the Chapter 11 Case, and evaluate the Potential Transactions and (ii) perform all acts and things as any of the Attorneys named herein deems necessary or conducive with respect to the Chapter 11 Filing, the

Chapter 11 Case, and the Potential Transactions, including but not limited to the execution and, where applicable, delivery, of any agreement deed and document that may be necessary or conducive in connection therewith (the "**Documents**");

2. shall employ and retain Riveron Management Services, LLC as financial advisor for the Chapter 11 Case, pursuant to the terms of its engagement letter and subject to Court approval;
3. shall employ and retain Baker McKenzie LLP as counsel (for purposes of section 327(a) of the Bankruptcy Code) for the Chapter 11 Case, pursuant to the terms of its engagement letter and subject to Court approval;
4. shall approve the CRO Appointment, and, in connection therewith, hereby further authorizes and empowers the CRO to act on behalf of the Company in any judicial or other proceedings in any foreign country and to act in any way permitted by applicable foreign law, including, but not limited to (a) commencing *Wet Homologatie Onderhands Akkoord* proceedings in the Netherlands, (b) seeking recognition of the chapter 11 case of the Company in Brazil, and (c) commencing a plenary insolvency proceeding or seeking recognition in an ancillary insolvency proceeding in any foreign country in any way permitted by applicable foreign law;
5. ratifies and confirms any agreement, deed or document already executed in relation to the above resolutions prior to the date of this resolution.

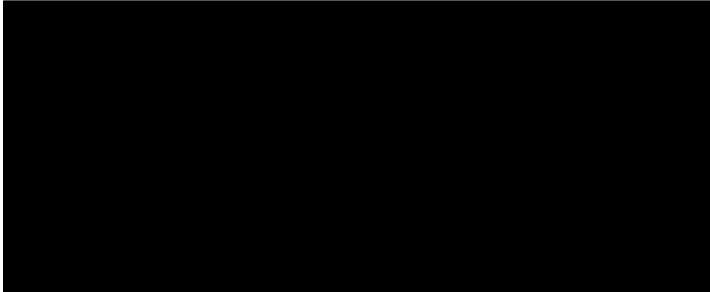
POWER OF ATTORNEY

1. The Company grants an irrevocable power of attorney to each of [REDACTED] and **Harve Light**, acting severally, (each an "**Attorney**"), with the right of substitution (whereby "Attorney" includes any person so substituted) to:
 - individually, or together with one or more Attorneys, sign, execute and, where applicable, deliver any documents or instruments related to and the Documents on behalf of the Company;
 - to negotiate, amend or adapt the Documents as the Attorney deems necessary or conducive in relation to the transactions contemplated by the Documents; and
 - to perform all acts and things and, generally, represent the Company as the Attorney, acting in its sole discretion, deems necessary or conducive with respect to entering into the Documents.
2. Section 3:68 Dutch Civil Code (*Selbsteintritt*) is excluded and an Attorney may also act as attorney of one or more counterparties of the Company.
3. The Company agrees to indemnify each Attorney against any liability which that Attorney may incur for any action or omission in connection with this power of attorney, gross negligence (*grove schuld*) and wilful misconduct (*opzet*) excepted.

4. The relationship between the Company and an Attorney in respect of this power of attorney will be governed by the laws of the Netherlands.

IN WITNESS WHEREOF, the undersigned has signed this document on the date first above written.

This document may be signed in counterparts.



ANNEX A

SIGNED SHAREHOLDER'S RESOLUTION

WRITTEN RESOLUTIONS OF THE SHAREHOLDER OF MERCON B.V.
Dated December 5, 2023

The undersigned:

Mercon Coöperatief U.A., a cooperative with excluded liability (*coöperatie met uitgesloten aansprakelijkheid*), organised under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands and its registered address at De Ruijterkade 142, 1011 AC Amsterdam, the Netherlands, registered with the commercial register under number 61740179 acting in the capacity as sole shareholder of **Mercon B.V.**, a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*), organised under the laws of the Netherlands, having its corporate seat in Amsterdam, the Netherlands, and its registered address at De Ruijterkade 142, 1011 AC Amsterdam, the Netherlands, registered with the commercial register under number 61741140 (the "**Company**"),

WHEREAS

- A. The undersigned is the sole shareholder of all issued and outstanding shares of the Company.
- B. Other than the undersigned, there are no parties having the right to attend and address the general meeting and/or to exercise the voting rights attaching to one or more shares in the capital of the Company (on the basis of the issuance of depositary receipts for shares (*certificering van aandelen*), the issuance of shares without voting rights (*uitgifte van stemrechtloze aandelen*), a right of usufruct on shares (*vruchtgebruik*), a right of pledge on shares (*pandrecht*) or otherwise).
- C. The undersigned agrees that this resolution may be passed without holding a general meeting of shareholders.
- D. The sole member of the Board (as defined below) has been granted the opportunity to advise in respect of the resolutions contained herein.
- E. The undersigned has reviewed and noted the content of the proposed language of the resolution of the Company's managing board (the "**Board**"), a draft of which is attached hereto as Annex A (the "**Draft Board Resolution**") and the intention of the Company to effectuate the Chapter 11 Filing, commence the Chapter 11 Case, and evaluate the Potential Transactions, engage outside consultants and to enter into the Documents (all as defined in the Draft Board Resolution).
- F. The entry by the Company into the Documents (i) is permitted by the objects clause in the Company's articles of association, (ii) is conducive to the realisation of the Company's corporate objects, as the Company will, directly or indirectly, derive benefits from entering into the Documents, and (iii) to the best knowledge of the shareholders, is not prejudicial to the interests of the Company's creditors.

- G. The Company's articles of association do not preclude the shareholder from passing resolutions without holding a meeting.

RESOLUTIONS

1. The Board may proceed with executing the Draft Board Resolution pursuant to which the Company may proceed to (i) enter into the Documents and (ii) perform all acts and things as the Board deems necessary or conducive with respect to the Chapter 11 Filing, the Chapter 11 Case, the Potential Transactions and entering into the Documents.
2. The Company may ratify and confirm any agreement, deed or document already executed in relation to the entering into the Documents prior to the date of this resolution.

CONFIRMATIONS

The undersigned confirms the statements made above under A through G.

IN WITNESS WHEREOF, the undersigned has signed this document on the date first
above written.

Name of shareholder: **Mercon Coöperatief U.A.**

Title: shareholder

